

Company Number: 03357718

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
UP GLOBAL SOURCING UK LIMITED
(Company)

Circulation Date: *1 March* 2023

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as a special resolution of the Company (as indicated below):

SPECIAL RESOLUTION

THAT, the articles of association of the Company attached to this resolution be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company (**New Articles**).

Please read the notes at the end of this document before signifying your agreement to the resolutions.

The undersigned, being the persons who are eligible to vote on the above resolutions on the Circulation Date hereby irrevocably agree to each of those resolutions.



For and on behalf of UP Global Sourcing Holdings Plc

Date: *1 March* 2023



NOTE:

- 1 If you agree with the resolutions, please sign and date this document and return it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to the Company's registered address.
- **Post:** returning the signed copy by post to the Company's registered address.

If you do not agree with the resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
- 3 The resolutions set out above will lapse if the required majority of eligible members have not signified their agreement to it by the end of the period of 28 days beginning with the Circulation Date set out above. If you agree to the resolutions, please ensure that your agreement reaches us before that date.